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AMENDMENT TO TRANSFER AGREEMENT

January 31, 1976

Mercantile-Safe Deposit and
Trust Company, as Agent
Two Hopkins Plaza
Baltimore, Maryland 21203

RECORDATION NO. 8144-H Filed & Recorded

MAR 4 1976 -12 10 PM

INTERSTATE COMMERCE COMMISSION

Gentlemen:

We have entered into a Transfer Agreement dated November 1, 1975 (hereinafter called the Transfer Agreement) which was filed and recorded with the Interstate Commerce Commission on December 17, 1975, at 4:10 P. M., and assigned Recordation No. 8144-D. Attached thereto as Annex I was a description and road numbers of the equipment to be re-constructed. It is now desired to amend Annex I of the Transfer Agreement to release from the terms and provisions of the Transfer Agreement the following equipment:

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
33	100-ton open top hoppers	191001, 191017, 191018, 191027, 191055, 191097, 191106, 191192, 191208, 191210, 191312, 191315, 191404, 191414, 191420, 191421, 191435, 191465, 191584, 191608, 191619, 191622, 191625, 191630, 191682, 191699, 191726, 191774, 191799, 191807, 191842, 191844, 191887

and to substitute therefor the following equipment:

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
12	70-ton covered gondolas	MON 3720, 3722 L&N 26261, 26262, 26265, 26266, 26267, 26268, 26269, 26295, 26296, 26298.

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
16	100-ton covered gondolas	MON 3675, 3676, 3677, 3678, 3680. L&N 56880, 56881, 56883, 56884, 56886, 56887, 56888, 56891, 56892, 56893, 56894.

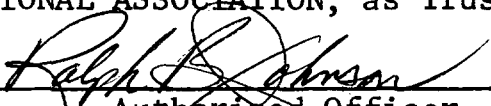
Except as amended hereby, the Transfer Agreement remains unaltered and in full force and effect.

If the foregoing is in accordance with your understanding, please sign a copy of this letter in the space provided and return it to the undersigned, whereupon this letter shall become a valid and binding agreement between us as of the date hereof.

Very truly yours,

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as Trustee

By


Authorized Officer

(Corporate Seal)

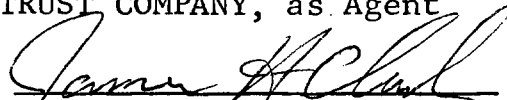
ATTEST:


Authorized Officer

ACCEPTED:

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent

By


Assistant Vice President

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

On this 24th day of February, 1976, before me personally appeared Ralph B. Johnson, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Julia M. Harris
Notary Public

My Commission expires May 23, 1979.

(NOTARIAL SEAL)